

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC, and
UBS LOAN FINANCE LLC,

Plaintiffs,

07-CV-10382 (LAP/MHD)

v.

THE FINISH LINE, INC., and
GENESCO INC.,

Defendants.

DECLARATION OF MICHAEL A. BRILLE

I, MICHAEL A. BRILLE, declare as follows:

1. I am a partner in the law firm of Boies, Schiller & Flexner LLP, attorneys for Genesco Inc. ("Genesco"), a defendant in the above-captioned action. I make this declaration based on my personal knowledge.

2. Attached as Exhibit 1 to my declaration is a true and correct copy of an internal email string bearing Bates numbers UBS-E-00089752-755. Exhibit 1 was produced by UBS in discovery in *Genesco Inc. v. The Finish Line, Inc., et al*, Civil Action No. 07-2137-II(III) and admitted at trial in that action as Plaintiffs' Exhibit 45-1.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 9th day of February 2008 at Washington, DC.



Michael A. Brille

Exhibit 1

From: Tashkovich, Mark-IBD+ Sent: 7/28/2007 12:58 AM
To: [] Wang, Daniel-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+
Cc: []
Bcc: []
Subject: Re: FINL AMC Memo - Revised

Hasn't made or lost money yet. Either outcome still possible. But huge beta.

Success of this equity deal (and ability to delever finl) may be critical to that outcome -- hence the focus on prioritizing and making the roadshow pres first class.

Read guy's email from earlier today. Credit mkts have crapped out -- chrysler, thomson learning, us food services -- all these deals are struggling or can't get done. We are in same boat currently.

We should definitely chat live as a group monday and I can give you guys more color. People around the firm in other groups know about this situation.

Sent from my BlackBerry Wireless Handheld

-----Original Message-----

From: Wang, Daniel-IBD+
To: Tashkovich, Mark-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+
Sent: Fri Jul 27 23:18:27 2007
Subject: RE: FINL AMC Memo - Revised

How did it go from the biggest fee generator to the biggest loss making deal...

-----Original Message-----

From: Tashkovich, Mark-IBD+
Sent: Friday, July 27, 2007 11:15 PM
To: Wang, Daniel-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+
Subject: Re: FINL AMC Memo - Revised

Also so that there is no lack of clarity. Our deal is apparently the biggest financial risk the firm currently has. Guy is very focused on it and rick leaman has been involved in discussions too.

I know we are each jammed on multiple assignments. But our goal is to put together a top roadshow presentation and we have ownership of it now. Please give this the attention you can. I would also like to review this before it goes out so factor that into our schedule (perhaps daniel reviews sunday evening; mark reviews monday during day once daniel's comments incorporated). Am fine with the timing we have discussed -- a distribution monday evening as our target with Tuesday morning as our backup.

Glad to discuss any of this.

Sent from my BlackBerry Wireless Handheld

**PLAINTIFF
EXHIBIT**

PX45-1

CONFIDENTIAL

UBS-E-00089752

-----Original Message-----

From: Wang, Daniel-IBD+

To: Tashkovich, Mark-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+

Sent: Fri Jul 27 22:48:56 2007

Subject: RE: FINL AMC Memo - Revised

Gotcha

-----Original Message-----

From: Tashkovich, Mark-IBD+

Sent: Friday, July 27, 2007 10:48 PM

To: Wang, Daniel-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+

Subject: Re: FINL AMC Memo - Revised

Of course. Was referring to the concerns and mitigants for finl and gco.

Sent from my BlackBerry Wireless Handheld

-----Original Message-----

From: Wang, Daniel-IBD+

To: Tashkovich, Mark-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+

Sent: Fri Jul 27 22:04:17 2007

Subject: RE: FINL AMC Memo - Revised

Ok. Alex has already confirmed he is taking care of the sources/uses, cap table, etc, so we prob should not dup work on our side in respect to those 2 pgs

-----Original Message-----

From: Tashkovich, Mark-IBD+

Sent: Friday, July 27, 2007 10:03 PM

To: Wang, Daniel-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+

Subject: Re: FINL AMC Memo - Revised

Yup. Please make it a good one and reach out to me over the weekend with any questions. We may be asked to share it with the company after this turn if they do plan to launch this week. Also, per my prior emails, the acm memo contains the info we need for a few of the slides -- so clean that info up as necessary and drop it in -- but no need to reinvent the wheel. Thx.

Sent from my BlackBerry Wireless Handheld

-----Original Message-----

From: Wang, Daniel-IBD+

To: Tashkovich, Mark-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+

Sent: Fri Jul 27 21:45:14 2007

Subject: RE: FINL AMC Memo - Revised

Ok, unless we hear otherwise, we are targeting mon eve / tues morn to have this completed

From: Tashkovich, Mark-IBD+
Sent: Friday, July 27, 2007 9:44 PM
To: Wang, Daniel-IBD+; Fallon, Teresa-IBD+; Yum, Elizabeth-IBD+
Subject: FW: FINL AMC Memo - Revised

I just gave Alex some comments on the ACM memo. While the timing of the actual equity launch is still unknown and could be delayed for a week (or more), do note that the memo indicates that the deal might launch as early as this coming week, which means that the roadshow would be needed at that point. There may be an update on timing over the weekend. Stay tuned.

From: Longworth, Will-IBD+
Sent: Friday, July 27, 2007 6:34 PM
To: Raskin, Alex-IBD+; Hathaway, Jordan-IBD+
Cc: Wadler, Craig-IBD+; Tashkovich, Mark-IBD+; Newman, Gregg-IBD+; Mansukhani, Akshay-IBD+; Wang, Grace-IBD+; Fallon, Teresa-IBD+
Subject: FINL AMC Memo - Revised

Alex / Jordan,

Attached please find redline and clean versions of the FINL AMC memo reflecting ACMG's comments.

From a timing perspective, the final memo should be circulated to the committee members by 5:00 PM EDT on Sunday.

Regards,

Will

<< File: Equity Financing Alternatives Presentation v3_redline.ZIP >> << File: Equity Financing Alternatives Presentation v3_clean.ZIP >>

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